1259292

FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

| OMB APPROVAL | | | | | | | |
|-------------------|-----------|--|--|--|--|--|--|
| OMB Number: | 3235-0076 | | | | | | |
| Expires: | | | | | | | |
| Estimated averag | e burden | | | | | | |
| hours per respons | se 16.00 | | | | | | |

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| Prefix | | Serial |
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| | |] |

| Name of Offering (check if this is an amendment and name has changed, and indicate change.) |
|--|
| Kozio, Inc. 2007 Convertible Note Offering |
| Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) UI.OE Type of Filing: New Filing Amendment |
| |
| A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer |
| 1. Enter the information requested about the issuer |
| Name of Issuer (check if this is an amendment and name has changed, and indicate change) |
| Kozio, Inc. |
| Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) |
| 2400 Trade Center Ave, Longmont, Colorado 80503 (303) 776-1356 |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Telephone Number (Including Area Code) |
| Brief Description of Business |
| Software company |
| PHOCESSED |
| Type of Business Organization corporation limited partnership, already formed other (please specify): |
| business trust limited partnership, to be formed |
| Actual or Estimated Date of Incorporation or Organization: 013 013 Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada: FN for other foreign jurisdiction) |
| GENERAL INSTRUCTIONS |
| Federal: Who Musi File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). |
| When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address |
| Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. |
| Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. |
| Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. |
| Filing Fee: There is no federal filing fee. |
| State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed. |
| ATTENTION — |
| Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filling of a federal notice. |

| | | A. BASIC | DIDENTIFICATION DA | TA. | |
|---|--|---|------------------------------|--------------------------|--|
| Each beneficial ow Each executive off | the issuer, if the is nor having the pow icer and director o | suer has been organiz ver to vote or dispose, (| d of corporate general and | ition of, 10% or more of | n class of equity securities of the issuer. partnership issuers; and |
| Check Box(es) that Apply: | Promoter | ☑ Beneficial Own | ner 🔽 Executive Off | icer 🔽 Director | General and/or Managing Partner |
| Full Name (Last name first, i Skazinski, Joseph | f individual) | | | 101,49 | |
| Business or Residence Addre 2400 Trade Center Ave, | | Street, City, State, Zi orado 80503 | ip Code) | | |
| Check Box(es) that Apply: | Promoter | Beneficial Ow | ner 📝 Executive Off | icer 🛭 Director | General and/or Managing Partner |
| Full Name (Last name first, Short, Keith | if individual) | | | | |
| Business or Residence Addre 2400 Trade Center Ave, L | | | ip Code) | | |
| Check Box(es) that Apply: | Promoter | Beneficial Ow | ner Executive Off | icer 🛭 Director | General and/or Managing Partner |
| Full Name (Last name first, i O'Hare, Thomas | f individual) | سلنگ کی بیان ہے وہ نین ہے۔ | • | | 14 A A A A A A |
| Business or Residence Addre | • | | ip Code) | | |
| Check Box(es) that Apply: | Promoter | Beneficial Ow | ner Executive Off | icer Director | General and/or Managing Partner |
| Full Name (Last name first, i | f individual) | | | | |
| Business or Residence Addre | ss (Number and | Street, City, State, Zi | ip Code) | | |
| Check Box(es) that Apply: | Promoter | Beneficial Own | ner Executive Off | icer Director | General and/or Managing Partner |
| Full Name (Last name first, i | f individual) | | | | |
| Business or Residence Addre | ss (Number and | Street, City, State, Zi | p Code) | | |
| Check Box(es) that Apply: | Promoter | Beneficial Own | ner Executive Offi | icer Director | General and/or Managing Partner |
| Full Name (Last name first, i | f individual) | 10,10,10,10,10,10,10,10,10,10,10,10,10,1 | | | 1,000 |
| Business or Residence Addre | ss (Number and | Street, City, State, Zi | p Code) | | |
| Check Box(es) that Apply: | Promoter | Beneficial Own | ner Executive Offi | cer Director | General and/or Managing Partner |
| Full Name (Last name first, 1 | f individual) | | | | The state of the s |
| Business or Residence Addre | ss (Number and | Street, City, State, Zi | p Code) | | |
| <u> </u> | (Use blan | nk s'ieet, or copy and | use additional copies of the | his sheet, as necessary) | |

| Γ. | · · · · · · · · · · · · · · · · · · · | | | | B. 1 | NFORMAT | ION ABOU | T OFFERI | NG | | | | |
|---------|--|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|---|------------------------|----------------------|----------------|---|
| <u></u> | Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | | Yes | No |
| 1. | Has the | issuer solo | i, or does th | | | | | | | | **************** | | × |
| 2. | Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual? | | | | | | | | | | \$_25, | 00.00 | |
| ۷. | | | | | | | | | | | | Yes | No |
| 3. | | | permit join | | | | | | | | | K | |
| 4. | Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Il Name (Last name first, if individual) | | | | | | | | | | | | |
| Ful | ll Name (| Last name | first, if indi | ividual) | | | | | | | | | |
| Bu | siness or | Residence | Address (N | umber and | Street, C | ity, State, 7 | (ip Code) | | | | | | |
| Na | me of As: | sociated Bi | roker or De | aler | | | | | | | | | , |
| Sta | | | Listed Has | | | | | | | ····· | | | |
| | (Check | "All State: | s" or check | individual | States) | ****************** | | | | *********** | | □ VI | 1 States |
| | AL IL MT RI | IN NE SC | AZ IA NV SD | AR KS NH TN | CA KY NJ TX | CO LA NM UT | ME NY VT | DE MD NC VA | DC MA ND WA | FI. MI OH WV | GA MN OK WI | MS OR WY | MO PA PR |
| Fu | ll Name (| Last name | first, if ind | ividual) | | | | | | | | | |
| Bu | sincss or | Residence | : Address (1 | Number an | d Street, C | ity, State, | Zip Code) | | | | | | |
| Na | mc of As | sociated B | roker or De | alcr | | | | | | | · | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |
| Sta | tes in Wl | ich Persor | Listed Has | Solicited | or Intends | to Solicit | Purchasers | · | | | | | |
| | (Check | "All State: | s" or check | individual | States) | ************* | •••••• | | | | ************** | ☐ AI | 1 States |
| | AL IL MT | AK IN NE SC | AZ IA NV SD | AR KS NH TN | CA KY NJ TX | CO LA NM UT | ME NY VT | DE MD NC VA | MA ND WA | FL. MI OII WV | GA MN OK WI | MS OR WY | MO PA PR |
| Ful | ll Name (| Last name | first, if indi | ividual) | | | | | | | | | |
| Bu | siness or | Residence | Address (1 | Number an | d Street, C | ity, State, | Zip Code) | | | | | | |
| Na | me of As: | ociated Br | roker or De | aler | | | | | | | | | |
| Sta | tes in Wh | ich Person | Listed Has | Solicited | or Intends | to Solicit | Purchasers | | | | | | |
| | (Check | "All States | s" or check | individual | States) | | | | *************************************** | | , | □ VI | 1 States |
| | AL IL MT | AK IN NE SC | AZ IA NV SD | AR KS NH | CA KY NJ TX | LA NM UT | CT ME NY VT | DE MD NC VA | DC MA ND WA | FL MI OH WV | GA MN OK WI | MS OR WY | MO PA PR |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| ١. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | | |
|----|--|--------------------------|---|-------------------------------|
| | Type of Security | Aggregate Offering Price | | Amount Already Sold |
| | •• | - | | • |
| | Debt | | | S |
| | Equity | 5 | - | 2 |
| | Common Preferred | 075 000 00 | | 125,000.00 |
| | Convertible Securities (including warrants) | | | \$ |
| | Partnership Interests | | | |
| | Other (Specify) | \$ | - | \$ |
| | Total | <u>\$ 375,000.00</u> | _ | <u>s_125,000.00</u> |
| | Answer also in Appendix. Column 3, if filing under ULOE. | | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | | Aggregate |
| | | Number Investors | | Dollar Amount of Purchases |
| | Accredited Investors | 1 | | s 125,000.00 |
| | Non-accredited Investors | | | \$ |
| | Total (for filings under Rule 504 only) | | | S |
| | Answer also in Appendix, Column 4, if filing under ULOE. | | • | <u> </u> |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. | | | |
| | m 10m. | Type of | | Dollar Amount Sold |
| | Type of Offering | Security | | |
| | Rule 505 | | | \$ |
| | Regulation A | | | > |
| | Rule 504 | | | \$ \$ 0.00 |
| | Total | | | \$_0.00 |
| 4 | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | • | | |
| | Transfer Agent's Fees | | } | \$ |
| | Printing and Engraving Costs | | 1 | \$ |
| | Legal Fees | | Ì | \$ 2,000.00 |
| | Accounting Fees | |] | \$ |
| | Engineering Fees | | | s |
| | Sales Commissions (specify finders' fees separately) | |) | \$ |
| | Other Expenses (identify) | | 2 | \$ |
| | Total | | 1 | s 2,000.00 |

| | C. OFFERING PRICE, NUM | IBER OF INVESTORS, EXPENSES AND USE OF P | KOCEEDS | |
|-----|--|--|--|--|
| | b. Enter the difference between the aggregate offe and total expenses furnished in response to Part C—proceeds to the issuer." | - Question 4.u. This difference is the "adjusted gross | | \$373,000.00 |
| 5. | Indicate below the amount of the adjusted gross preach of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Par | my purpose is not known, furnish an estimate and if the payments listed must equal the adjusted gross | | |
| | | | Payments to Officers, Directors, & Affiliates | Payments to Others |
| | Salaries and fees | [| \$ 100,000.00 | S 100,000.00 |
| | | [| | |
| | Purchase, rental or leasing and installation of ma | schinery | \$ | s |
| | Construction or leasing of plant buildings and fa | cilities | s | s |
| | Acquisition of other businesses (including the va offering that may be used in exchange for the ass issuer pursuant to a merger) | alue of securities involved in this sets or securities of another | s | s |
| | • | | | |
| | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | |
| | Other (specify): | | | S |
| | | | s | s |
| | Column Totals | | s 100,000.00 | S 273,000.0 |
| | Total Payments Listed (column totals added) | | □ \$ <u>37</u> | 3,000.00 |
| _ | | D. FEDERAL SIGNATURE | | |
| eio | e issuer has duly caused this notice to be signed by the mature constitutes an undertaking by the issuer to fu information furnished by the issuer to any non-ac | irnish to the U.S. Securities and Exchange Commis | sion, upon writte: | le 503, the followin n request of its sta |
| | suer (Print or Type) | | Date | |
| | ozio, Inc. | Joseph Als mi | 4/14/ | 2007 |
| | nme of Signer (Print or Type) | Talle of Signer (Print of Type) | | - |
| | seph Skazinski | President | | |

---- ATTENTION --

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| | : ' | E. STATE SIGNATURE |
|----------|--|--|
| 1. | Is any party described in 17 CFR 230.262 provisions of such rule? | presently subject to any of the disqualification Yes No |
| | Se | ee Appendix, Column 5. for state response. |
| 2. | The undersigned issuer hereby undertakes to D (17 CFR 239.500) at such times as requ | o furnish to any state administrator of any state in which this notice is filed a notice on Form ired by state law. |
| 3. | The undersigned issuer hereby undertakes issuer to offerees. | to furnish to the state administrators, upon written request, information furnished by the |
| 4. | limited Offering Exemption (ULOE) of the | issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform estate in which this notice is filed and understands that the issuer claiming the availability ishing that these conditions have been satisfied. |
| | ner has read this notification and knows the conthorized person. | ntents to be true and has duly caused this notice to be signed on its behalf by the undersigned |
| ssuer (| (Print or Type) | Signature Date |
| Kozio, I | Inc. | Joseph ffin 4/16/2007 |
| Name (| Print or Type) | Title (Print or Type) |
| Joseph | h Skazinski | President |

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

| APPENDIX | | | | | | | | | | |
|----------|--------------------|--|--|--------------------------------------|-------------|--|--------|--|----|--|
| | Intend to non-a | to sell ccredited s in State -Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | | amount pur | investor and chased in State C-Item 2) | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No | |
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| | | | | APPI | ENDIX | | | | |
|-------|--------------------------------|--|--|--------------------------------------|--|----|--|----------|---------|
| 1 | Intend to non-a investor | to sell ccredited s in State -Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | | 4 Type of investor and amount purchased in State (Part C-Item 2) | | | | |
| State | Yes | No | | Number of Accredited Investors | Yes | No | | | |
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| | | • | | APPI | ENDIX | | | | |
|----------|----------|--|--|--|--------|--|--|-----|----|
| 1 | to non-a | 2 I to sell accredited as in State I-Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| WY PR | | | | | | | | 1 | |

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END